



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631(GMB)
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

SECOND BRIDGE ORDER FURTHER EXTENDING INTERIM ORDER (I) AUTHORIZING DEBTORS (A) TO OBTAIN POST-PETITION FINANCING AND GRANT SECURITY INTERESTS AND SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS PURSUANT TO 11 U.S.C. §§ 105, 362, 364(C)(1), 364(C)(2), 364(C)(3), 364(D)(1) AND 364(E) TO ARCUS ASI FUNDING, LLC, AND (B) TO REFINANCE CERTAIN PRE-PETITION SECURED INDEBTEDNESS; (II) MODIFYING THE AUTOMATIC STAY PURSUANT TO 11 U.S.C. § 362; (III) GRANTING OTHER RELIEF; AND (IV) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(C)

The relief set forth on the following pages, numbered two (2) through four (4) is hereby **ORDERED AND GRANTED.**

DATED: 4/10/2008



Honorable Gloria M Burns
United States Bankruptcy Court Judge

THIS MATTER came before the Court on April 9, 2008, with respect to the Motion previously filed by the Debtors on March 17, 2008 (the “Motion”), seeking authority to, inter alia, obtain financing from Arcus ASI Funding, LLC (“Arcus”), grant liens, security interests and administrative priority claims in favor of Arcus, and enter into agreements with Arcus, and with respect to which this Court previously entered an interim order on March 18, 2008, at docket no. 38 approving such financing and other related matters (the “Interim Order”).

APPEARING that, pursuant to the Interim Order, this Court scheduled the date of the Final Hearing (as defined in the Interim Order) for April 3, 2008; and it further

APPEARING that, pursuant to the Interim Order, Debtors are authorized to obtain financing under the Post-Petition Term Loan Documents (as defined in the Interim Order) during the Interim Financing Period (as defined in the Interim Order), which was originally set to expire on April 3, 2008; and it further

APPEARING that, subsequent to the entry of the Interim Order, a committee of unsecured creditors of Debtors (the “Committee”) was organized and formed on or about March 31, 2008, and, shortly on or after that date, selected the firm of Halperin, Battaglia and Raicht, LLP as its counsel; and it further

APPEARING that, on the request of the Committee and its counsel for an adjournment of the Final Hearing, and such adjournment having been agreed to by the Debtors, the Committee, The CIT Group/Business Credit, Inc., (for itself and as agent for certain lenders) and Arcus, with such hearing being adjourned and continued until April 9, 2008; and it further

APPEARING that, in connection with such continuance of the Final Hearing, this Court entered a bridge order at docket no. 125 extending the Interim Financing Period until April 9, 2008 (the “First Bridge Order”); and it further

APPEARING that, on the request of the Committee and its counsel for a further adjournment of the Final Hearing, and such adjournment having been agreed to by the Debtors, the Committee, The CIT Group/Business Credit, Inc., (for itself and as agent for certain lenders) and Arcus, with such hearing being adjourned and continued until Thursday, April 17, 2008 (the “New Final Hearing Date”), at 10:00 a.m. (the “New Final Hearing Time”) before this Court; and it further

APPEARING that the Debtors require additional extensions of credit under the Post-Petition Term Documents between April 9, 2008 and the New Final Hearing Date; and it further

APPEARING that Arcus has agreed to extend the Interim Financing Period through the New Final Hearing Date.

NOW, THEREFORE, based upon the foregoing, and good cause having been shown, and all of the parties referenced above having consented to the entry of this second bridge order,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. The Interim Financing Period is extended through and including the New Final Hearing Date until the New Final Hearing Time. For avoidance of doubt, Arcus shall be entitled to all of the liens, security interests, claims, rights, priorities and protections granted to Arcus pursuant to the Interim Order and the Post-Petition Term Loan Documents with respect to any credit extended by Arcus to or for the benefit of the Debtors during the extended Interim Financing Period.

2. As to the Committee only, the deadline for filing and serving an objection to the relief sought at the Final Hearing, as set forth in Section 7 of the Interim Order, is extended to April 16, 2008, at 11:00 a.m. prevailing Eastern time (such deadline having previously expired as

to any other party in interest who did not file and serve an objection prior to the time set forth in Section 7 of the Interim Order).

3. Except as expressly modified by this order, all of the terms and provisions of the Interim Order and First Bridge Order are hereby confirmed, and shall continue in full force and effect.